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ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 19961-0 FILED

JUN 21 '01 1 9-46 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

June 21, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Supplement No. 9 to Security Agreement-Chatte! Mortgage, dated as of June 21, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement previously filed with the Board under Recordation Number 19961.

The names and addresses of the parties to the enclosed document are:

Debtor: ACF Industries, Incorporated  
620 North Second Street  
St. Charles, Missouri 63301

Secured Party: National Bank of Canada  
125 West 55<sup>th</sup> Street  
New York, New York 10019

A description of the railroad equipment covered by the enclosed document is:

107 railcars ADDED to the Security Agreement within the series  
ACFX 39401 - ACFX 87643 and SHPX 204038 - SHPX 454334.

Mr. Vernon A. Williams  
June 21, 2001  
Page Two

A short summary of the document to appear in the index follows:

Supplement No. 9 to Security Agreement between ACF Industries,  
Incorporated, Debtor and National Bank of Canada, Secured Party.

Also enclosed is a check in the amount of \$28.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', written in black ink.

Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 19961-0 FILED

JUN 21 '01 19-46 AM

SURFACE TRANSPORTATION BOARD

**SUPPLEMENT NO. 9  
TO  
SECURITY AGREEMENT - CHATTEL MORTGAGE**

SUPPLEMENT No. 9 dated as of June 21, 2001 (this "Supplement") to the Security Agreement - Chattel Mortgage dated as of March 6, 1996 (as amended, supplemented or modified from time to time, the "Security Agreement"), by and between ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Debtor"), and National Bank of Canada (the "Secured Party").

1. Definitions. Except as otherwise defined in this Supplement, terms defined in the Security Agreement or by reference therein are used herein as defined therein.

2. Supplements. The Security Agreement shall be amended and supplemented as follows:

(a) Schedule A to the Security Agreement shall be amended and supplemented by Schedule A-1 hereto to include the Equipment and the Equipment Leases more fully described on Schedule A-1 hereto and Schedule A-1 hereto shall be deemed to be an addition to and part of Schedule A to the Security Agreement. The Debtor hereby assigns, mortgages, pledges, hypothecates, transfers and sets over to the Secured Party and grants the Secured Party a first priority lien on and security interest in all of the Debtor's right, title and interest in and to such Equipment and Equipment Leases and agrees that such Equipment and Equipment Leases shall constitute Collateral subject to the grant of security by the Debtor set forth in Section 2.01 of the Security Agreement. Each reference to "Schedule A" in the Security Agreement, and each reference to "Schedule A to the Security Agreement" in the Loan Agreement or any other Loan documents, shall be deemed to be a reference to Schedule A as amended and supplemented by Schedule A-1 hereto, and each reference to "Equipment" or "Equipment Lease" in the Loan Agreement or any other of Loan documents shall be deemed to include a reference to the Equipment and the Equipment Leases described on Schedule A-1 hereto.

(b) It is hereby agreed that each reference to the "Security Agreement" and "this Agreement" in the Security Agreement, and each reference to the "Security Agreement" in the Loan Agreement and each of the other Loan documents, shall be deemed to be a reference to the Security Agreement as amended and supplemented by this Supplement.


3. Ratification. The Security Agreement is and shall remain in full force and effect and is hereby ratified, approved and confirmed in all respects, and no amendment or supplement in respect of any term or condition of the Security Agreement shall be deemed to be an amendment or supplement in respect of any other term or condition contained in the Security Agreement or any other Loan document.

4. Counterparts. This Supplement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument and any of the parties hereto may execute this Supplement by signing any such counterpart.

[signature pages follow]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of the 21<sup>st</sup> day of June, 2001.

ACF INDUSTRIES, INCORPORATED

By:   
Name: Robert J. Mitchell  
Title: Senior Vice President-Finance

NATIONAL BANK OF CANADA

By: \_\_\_\_\_  
Name:  
Title:

NATIONAL BANK OF CANADA

By: \_\_\_\_\_  
Name:  
Title:


[ Signature Page to Security Agreement Supplement-NBOC]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of the 21<sup>st</sup> day of June, 2001.


ACF INDUSTRIES, INCORPORATED

By: \_\_\_\_\_  
Name: Robert J. Mitchell  
Title: Senior Vice President-Finance

NATIONAL BANK OF CANADA

By:   
Name: Karen A. Grexa  
Title: Vice President

NATIONAL BANK OF CANADA

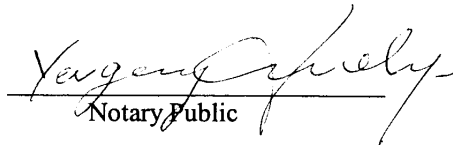
By:   
Name: Timothy J. Smith  
Title: VP + Manager

[ Signature Page to Security Agreement Supplement-NBOC ]

STATE OF NEW YORK                    )  
  ) ss.:  
COUNTY OF NEW YORK                )

On this 19<sup>th</sup> day of June, 2001, before me, personally appeared Robert J. Mitchell, to me known, who being by me duly sworn, says that he resides in Nassau county, New York and is Senior Vice President of Finance of ACF INDUSTRIES, INCORPORATED; that said instrument was signed on behalf of said corporation on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

YEVGENY FUNDLER  
Notary Public, State of New York  
No. 02FU6046929  
Qualified in New York County  
Commission Expires August 21, 2002

  
\_\_\_\_\_  
Notary Public

STATE OF NJ )  
 ) ss.:  
COUNTY OF Somerset )

On this 19 day of June, 2001, before me, personally appeared Timothy J. Smith, to me known, who being by me duly sworn, says that he resides in Sparta, NJ and is VP/Manager of NATIONAL BANK OF CANADA; that said instrument was signed on behalf of said bank on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Evelyn Walker  
Notary Public

EVELYN WALKER  
Notary Public of New Jersey  
My Commission Expires Oct. 19, 2005

STATE OF NJ )  
 ) ss.:  
COUNTY OF Somerset )

On this 19 day of June, 2001, before me, personally appeared Karen A. Grexa, to me known, who being by me duly sworn, says that he resides in Basking Ridge, NJ and is VP of NATIONAL BANK OF CANADA; that said instrument was signed on behalf of said bank on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Evelyn Walker  
Notary Public

EVELYN WALKER  
Notary Public of New Jersey  
My Commission Expires Oct. 19, 2005



SCHEDULE A-1

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204038
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204043
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204044
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204048
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204069
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204071
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204073
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204074
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204076
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204077
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204078
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204079
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204081
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204082
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204084
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204085
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204086
25	LYONDELL CHEMICAL WORLDWIDE	77320002	SHPX	204087
45	IMERYS PIGMENTS AND ADD	56190049	ACFX	57723
45	IMERYS PIGMENTS AND ADD	56190049	ACFX	57729
45	IMERYS PIGMENTS AND ADD	56190049	ACFX	57733
45	IMERYS PIGMENTS AND ADD	56190049	ACFX	57741
45	IMERYS PIGMENTS AND ADD	56190049	ACFX	57751
45	IMERYS PIGMENTS AND ADD	56190049	ACFX	57914
45	IMERYS PIGMENTS AND ADD	56190049	ACFX	57917
45	IMERYS PIGMENTS AND ADD	56190049	ACFX	57925
45	IMERYS PIGMENTS AND ADD	56190049	ACFX	58241
45	IMERYS PIGMENTS AND ADD	56190049	ACFX	58615
392	NATIONAL STARCH AND CHE	7676	ACFX	42531
392	NATIONAL STARCH AND CHE	7683	ACFX	42518
392	NATIONAL STARCH AND CHE	7683	ACFX	42519
392	NATIONAL STARCH AND CHE	7683	ACFX	42520
392	NATIONAL STARCH AND CHE	7683	ACFX	42521
392	NATIONAL STARCH AND CHE	7683	ACFX	42522
392	NATIONAL STARCH AND CHE	7683	ACFX	42523
392	NATIONAL STARCH AND CHE	7683	ACFX	42524
392	NATIONAL STARCH AND CHE	7683	ACFX	42525
392	NATIONAL STARCH AND CHE	7683	ACFX	42526
392	NATIONAL STARCH AND CHE	7683	ACFX	42527
392	NATIONAL STARCH AND CHE	7683	ACFX	42528
392	NATIONAL STARCH AND CHE	7683	ACFX	42529
392	NATIONAL STARCH AND CHE	7683	ACFX	42532
392	NATIONAL STARCH AND CHE	7683	ACFX	45061
392	NATIONAL STARCH AND CHE	7683	ACFX	45063
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221085
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221086
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221088
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221089
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221090

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221091
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221092
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221093
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221094
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221095
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221096
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221097
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221098
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221099
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221100
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221101
450	TEXAS PETROCHEMICAL LP	65420021	SHPX	221104
603	UNIROYAL CHEMICAL COMPA	7648	ACFX	87643
1396	HERITAGE PLASTICS, INC.	7645	ACFX	39401
1446	MONSANTO COMPANY	7696	SHPX	454309
1446	MONSANTO COMPANY	7696	SHPX	454322
1446	MONSANTO COMPANY	7696	SHPX	454329
1446	MONSANTO COMPANY	7696	SHPX	454330
1446	MONSANTO COMPANY	7696	SHPX	454332
1446	MONSANTO COMPANY	7696	SHPX	454333
1446	MONSANTO COMPANY	7696	SHPX	454334
1446	MONSANTO COMPANY	7722	SHPX	204054
1446	MONSANTO COMPANY	7722	SHPX	204088
1482	OMYA INCORPORATED	7592	SHPX	204137
1482	OMYA INCORPORATED	7592	SHPX	204138
1482	OMYA INCORPORATED	7592	SHPX	204139
1482	OMYA INCORPORATED	7592	SHPX	204140
1482	OMYA INCORPORATED	7592	SHPX	204141
1482	OMYA INCORPORATED	7592	SHPX	204142
1482	OMYA INCORPORATED	7592	SHPX	204143
1482	OMYA INCORPORATED	7592	SHPX	204144
1482	OMYA INCORPORATED	7592	SHPX	204145
1482	OMYA INCORPORATED	7592	SHPX	204146
1482	OMYA INCORPORATED	7592	SHPX	204147
1482	OMYA INCORPORATED	7592	SHPX	204148
1482	OMYA INCORPORATED	7592	SHPX	204149
1482	OMYA INCORPORATED	7592	SHPX	204150
1482	OMYA INCORPORATED	7592	SHPX	204151
1482	OMYA INCORPORATED	7592	SHPX	204152
1482	OMYA INCORPORATED	7592	SHPX	204153
1482	OMYA INCORPORATED	7592	SHPX	204154
1482	OMYA INCORPORATED	7592	SHPX	204155
1482	OMYA INCORPORATED	7592	SHPX	204156
1482	OMYA INCORPORATED	7592	SHPX	204157
1482	OMYA INCORPORATED	7592	SHPX	204158
1482	OMYA INCORPORATED	7592	SHPX	204159
1482	OMYA INCORPORATED	7592	SHPX	204160
1482	OMYA INCORPORATED	7592	SHPX	204161
1482	OMYA INCORPORATED	7592	SHPX	204162

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
1482	OMYA INCORPORATED	7592	SHPX	204163
1482	OMYA INCORPORATED	7592	SHPX	204164
1482	OMYA INCORPORATED	7592	SHPX	204165
1482	OMYA INCORPORATED	7592	SHPX	204166
1482	OMYA INCORPORATED	7592	SHPX	204167
1482	OMYA INCORPORATED	7592	SHPX	204168
1482	OMYA INCORPORATED	7592	SHPX	204169
1495	NOVELL POLYMERS	71240004	ACFX	64858
1495	NOVELL POLYMERS	71240004	ACFX	64863

107 Cars